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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
_____)	

**THE RESCAP BORROWER CLAIMS TRUST’S COUNTER-
DESIGNATION OF ITEMS FOR RECORD ON APPEAL**

Pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure and Rule 8007-1 of the Local Bankruptcy Rules for the Southern District of New York, the ResCap Borrower Claims Trust (the “**Borrower Trust**”), established pursuant to the terms of the *Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* [Docket No. 6030] (the “**Plan**”)¹ in the above-captioned Chapter 11 cases (the “**Chapter 11 Cases**”), hereby submits the following counter-designation of additional items to be included in the record on appeal in connection with the Notice of

¹ The Plan was confirmed by order of the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) dated December 11, 2013 [Docket No. 6065] and the Plan’s effective date occurred on December 17, 2013. The Plan provides for the creation and implementation of the Borrower Trust. *See* Plan, Art. IV.F. The Plan further provides that the Borrower Claims Trustee is deemed the representative of the Debtors’ estates for the purpose of prosecuting objections to borrower claims, *see* Plan, Art. IV.S.

Appeal [Docket No. 7674] filed by appellants Frank and Christina Reed (the “**Appellants**”), from the *Memorandum Opinion and Order Determining the Amount of Allowed Claim of Frank and Christina Reed* [Docket No. 7619], which was entered by the Bankruptcy Court on October 6, 2014.

The Borrower Trust designates the following additional items to be included in the record on appeal.²

A. Pleadings

Docket No.	Description
2093	Order Extending Deadline for Filing Proofs of Claim
3294	Order Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rules 1009, 3007 and 9019(b) Approving (I) Claim Objection Procedures, (II) Borrower Claim Procedures, (III) Settlement Procedures, and (IV) Schedule Amendment Procedures
6137	Notice of Entry of Confirmation Order Confirming Second Amended Joint Chapter 11 Proposed by Residential Capital, LLC, <i>et al.</i> and the Official Committee of Unsecured Creditors and Occurrence of Effective Date
7303	Letter of the ResCap Borrower Claims Trust, dated July 25, 2014, in Response to Request of Frank Reed for Pending Claim Dispute Between the Parties be Submitted to Alternative Dispute Resolution
7396	Memorandum Endorsed So Ordered Letter, signed on 8/20/2014, Regarding Discovery in Reference to the Reed Matter
7515	The ResCap Borrower Claims Trust's Motion In Limine to Exclude the Expert Testimony of Dr. Jay I. Sussman

² For the avoidance of doubt, the Borrower Trust’s designation of any pleadings and/or exhibit lists includes the designation of any and all exhibits filed with, attached to, or otherwise referenced in such pleadings. In addition, the Borrower Trust’s counter-designation of items for record on appeal does not re-list those items included on the Appellants’ designation of items for record on appeal, but incorporates those items by reference to the Statement of Issues and Designation of Record by Appellants Frank Reed and Christina Reed Pursuant to Federal Rule of Bankruptcy Procedure 8006 [Docket No. 7715].

B. Exhibits in Evidence from Reed Trial

Exhibit	Description
<i>Reed Exhibits*</i>	
1	Contract for Sale between Reeds and Jacobs for \$2,040,000, dated 12/8/2007
2	Commerce Bank appraisal of 817 Matlack Drive, Moorestown, NJ 08057
3	Proposal to Purchase by Frank and Gina Roccisano at \$1.3M (excluding first two pages of document re: 6/25/12 letter and bio of Moriuchi)
4	Statement of Scott Alvarez, Federal Reserve testimony before the U.S. Senate
5	Interagency Review of Foreclosure Policies and Practices, Federal Reserve System, Office of the Comptroller of the Currency, Office of Thrift Supervision
6	Lis pendens recorded against 817 Matlack Drive, Moorestown, NJ 08057
7	Notice of Delinquency from 21 st Mortgage Corporation to Reed
8	Order and Opinion Dismissing 2008 Foreclosure Action (GMACM v. Reed)
9	Declaration of Lauren Graham Delehey Declaration in Support of ResCap Borrower Claims Trust Objection to Proofs of Claim Filed by Frank Reed and Christina Reed, and attachments thereto, dated 5/29/2014
10	Supplemental Declaration of Lauren Graham Delehey Declaration in Support of ResCap Borrower Claims Trust's Reply in Support of Its Objection to Proofs of Claim, dated 7/3/2014
11	Excerpt from Hearing Transcript, dated 7/9/2014, on Borrower Trust's objection to Reeds' proofs of claim
12	Amended Complaint for Foreclosure, GMACM v. Reed, dated 6/3/2008
13	Statement of Charges for legal services from Law Offices of Jeffrey S. Walters
13A	Declaration of Jeffrey Walters in Support of Statement of Charges
14	Statement of Charges for legal services from Linda Campbell
14A	Declaration of Linda Campbell in Support of Statement of Charges
15	Statement of Charges for legal services from McCrink Law Firm
15A	Declaration of Krisden McCrink in Support of Statement of Charges
17	Testimony of Julie Williams (OCC Testimony before the U.S. Senate)
19	Document addressed to "To Whom It May Concern" from Thomas J. Tartamosa (mortgage broker), dated November 20, 2010

* The Reed Exhibits will be filed as a supplement to the Borrower Trust's designation of items for record on appeal.

Exhibit	Description
<i>Borrower Trust's Exhibits</i>	
A	GMACM Archived Servicing Notes, dated 6/27/2006 – 12/31/2013
G	GMACM Foreclosure Complaint, GMACM v. Reed, dated 5/16/2008
O	MLS Listings for Property (BT Edgar Status Change Forms), undated
R	Jacobs' Purchase Proposal for \$1.9M, dated 10/30/2007
V	Jacobs' Summary Judgment Motion, dated 5/8/2009
W	Opinion Granting Jacobs' Summary Judgment, dated 7/5/2009
X	Sale Agreement between Reed and Weaver, dated 8/25/2008
Y	Addendum to Sale Agreement between Reed and Weaver, dated 10/22/2008
Z	Lease Agreement between Reed and Weaver (Cooper), dated 11/21/2008
AA	Extension of Lease Agreement between Reed and Weaver, dated 1/30/2009
BB	Eviction Letter – Warrant of Removal of Brett Cooper – Reed v. Cooper, dated 8/31/2009
DD	Proposal to Purchase by Frank and Gina Roccisano at \$1.45M, dated 6/12/2010
EE	Email Chain Beginning June 30, 2010 among Kevin Aberant, Frank Reed and Others re: withdrawing offer for 817 Matlack, dated 7/1/2010
FF	Email Chain Forwarding May 8, 2011 Email from Nina Singh to Louise Carter to Frank Reed re: Singh pocket-listing offer on Matlack property for \$1.1M, dated 5/9/2011
KK	HUD-1 Settlement Statement for Reed Closing, dated 5/31/2006
LL	Affidavit from Stuart Shilling, Allied Mortgage, dated 3/2/2011
MM	Email from Mark Folweiler to Frank Reed re: repayment agreement, dated 9/22/2008
OO	Borrower Trust's First Request for Production of Documents, dated 7/17/2014
PP	Borrower Trust's First Set of Interrogatories, dated 7/17/2014
QQ	Borrower Trust's First Request for Admissions, dated 7/17/2014
UU	Complaint and Foreclosure Documents, dated 3/5/2014
VV	Answers to Counterclaim of Exhibit UU, dated 4/15/2014
YY	GMACM Foreclosure Repayment Agreement, dated 8/1/2008
ZZ	Signature Page of GMACM Foreclosure Repayment Agreement, dated 8/8/2008

C. Other

Docket No.	Description
7560	Transcript of Evidentiary Hearing Held on September 15, 2014
7561 [†]	Transcript of Evidentiary Hearing Held on September 16, 2014

Dated: November 17, 2014
New York, New York

/s/ Norman S. Rosenbaum

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[†] The Appellants include the September 15, 2014 and September 16, 2014 evidentiary hearing transcripts under Docket No. 7560. According to the docket for the Chapter 11 Cases, the transcript for the September 15, 2014 hearing date was filed at Docket no. 7560, and the transcript for the September 16, 2014 hearing was filed at Docket No. 7561.